



TWENTY-THIRD MEETING OF THE COMMONWEALTH OF LEARNING
BOARD OF GOVERNORS
MAY 21 & 22, 2006 (VANCOUVER, CANADA)

Summary of the Minutes

COL/BD/23/1

Page 1 of 5

PRESENT

Members:

Mr. Lewis Perinbam (*in the Chair*); Ms. Shona Butterfield; Ms. Denise Chong; Ms. Jennifer Glennie; Dr. David Levesque; Dr. (Ms.) Tara de Mel; H.E. The Rt. Hon. Don McKinnon, Commonwealth Secretary-General; Professor Penina Mlama; H.E. Professor Michael Omolewa; Mr. N.K. Sinha (*representing Shri Sudeep Banerjee*); The Honourable Burchell Whiteman; Sir John Daniel (*President*)

Advisors:

Professor John Rowett, Secretary-General, Association of Commonwealth Universities

Apologies:

Shri Sudeep Banerjee; The Honourable Teima Onorio

In attendance:

Mr. Amitav Banerji, Director and Head, Commonwealth Secretary-General's Office; Mr. Robert Benoit, Canadian International Development Agency (*Advisor to the Canadian Member*)

COL Staff:

Professor Asha Kanwar, Vice President; Ms. Doris McEachern, Manager, Finance & Administration; Mr. Rod Tyrer, Programme Director; Ms. Helena Fehr, Board Secretary & Gender Officer (*Meeting Recorder*)

I. OPENING REMARKS BY THE CHAIR

The Chair noted the impressive results that COL is achieving. He urged the Board to support the President and staff and requested Governors to encourage their governments to provide the necessary funding.

The Chair also paid tribute to the leadership provided by the President and the splendid work of COL's staff.

II. APPROVAL OF THE AGENDA

THE BOARD APPROVED THE AGENDA AS CIRCULATED.

III. MINUTES OF THE LAST MEETING OF THE BOARD OF GOVERNORS – JUNE 15 & 16, 2005 (VANCOUVER)

A. Approval of the Minutes

THE BOARD APPROVED THE MINUTES OF THE LAST MEETING.

B. Matters Arising from the Minutes

1. Oral update on the Fourth Pan-Commonwealth Forum (PCF4)
October 30 – November 3, 2006 (Jamaica)

Co-hosted by the University of the West Indies Distance Education Centre (UWIDEC) and Caribbean distance education associations, the Forum focuses on innovation in emerging technologies, learning for sustainable development practices and practice-related research. Sponsorships include contributions from the US-based William and Flora Hewlett Foundation and other in-kind support.

IV. REPORT FROM THE EXECUTIVE COMMITTEE MEETING – MAY 21, 2006

The Chair summarised the key issues: performance pay (it was agreed that any pay increases should be considered in the light of COL's overall financial situation by the full Board); the possibility of inviting H.E. The Prince of Wales to become a Patron of COL; and the presentation of the revised staff policies and procedures manual. The President provided a brief overview and update on the Virtual University of the Small States of the Commonwealth (VUSSC).

V. PRESIDENT'S REPORT

THE BOARD REQUESTED A FOURTH QUARTERLY REPORT FROM THE PRESIDENT WITH A VIEW TO HAVING THAT REPORT IN HAND IN TIME FOR THE ANNUAL BOARD MEETING.

VI. PROGRAMME MATTERS AND APPROVAL OF PLANS

A. Report of the External Evaluator on the Programme

The President acknowledged the usefulness of the External Evaluation completed by Dr Patrick Spaven and expressed his appreciation for the additional time and energy that Dr Spaven had invested in completing the evaluation. He noted that the new Plan responds to recommendations made in the evaluation by identifying sectors that better structure the programme of work and will be more useful in explaining COL's work to stakeholders. He reassured Members that the major recommendations in the report have been captured and addressed in the new Plan – for example, a greater focus on monitoring and evaluation.

In sum, the evaluation reiterated that COL is not a donor agency; it does not have a clearly defined regional strategy and it has to live with the tension of being demand driven and responsive whilst holding to a plan. During its discussions last year, the Board agreed that the tension was healthy. Articulation of a strategy for partnerships was also noted during the discussion.

B. Approval of the Three-Year Plan, 2006-2009

The Plan's structure highlights COL's partnership model, which is both a modality and an operational methodology. Financially, the President indicated a cautious optimism. The aim is to grow the budget steadily over the next three years. The President acknowledged that

the plan is ambitious given COL's small staff; however, the agency's aim is to empower people by building capacity so that a nucleus of trained people can continue to implement the programmes once COL has left.

An increased dialogue between the major Commonwealth agencies such as COL, ACU and ComSec and the donors, coupled with advocacy, should convince the donors of the benefits of supporting the various programmes, particularly when evidenced by outcomes.

Development of country action proposals is intended to begin a dialogue at the country level. This work will be supplemented by specific knowledge management tools which will ensure staff members have access to up-to-date information about COL's work in each of the 53 Commonwealth countries. Further, a new system of country focal points is currently being established. This will enable COL to ensure that governments have a consolidated view of the agency's work in that country as well as encouraging ongoing dialogue and assisting with the identification of national priorities.

Members commended COL on the development process for this Plan, which reflects extensive research, and strongly endorsed it noting its aim to create significant intellectual capital through learning for development.

THE BOARD APPROVED THE THREE-YEAR PLAN CONTINGENT UPON THE PRESIDENT INCORPORATING PROPOSED AMENDMENTS WHERE POSSIBLE. THE EXECUTIVE COMMITTEE WILL MEET AGAIN IN SEPTEMBER TO REVIEW THE PENULTIMATE DRAFT AND TO PROVIDE FINAL APPROVAL OF THE REVISED PLAN BEFORE IT IS CIRCULATED TO MINISTERS OF EDUCATION FOR THEIR ENDORSEMENT.

C. Approval of Programme of Activity and Budget for 2006-2007

COL predicts that member government funding will be at a similar level to 2005-2006 (around \$7.0 million).

THE BOARD APPROVED THE BUDGET CONTINGENT UPON COL RECEIVING THE FUNDS TO SUPPORT THE PLAN.

D. Other Reports

1. Oral update on the Virtual University of Small States of the Commonwealth (VUSSC)

The President acknowledged the receipt of a substantial grant from US-based William and Flora Hewlett Foundation. Further funding is being sought from the Commonwealth Fund for Technical Cooperation (CFTC). Next steps include the collaborative development of course materials in different subject matters focusing on livelihood-related topics.

2. Oral update on the 16th Commonwealth Conference of Education Ministers (16CCEM) December 11-14, 2006 (Cape Town, South Africa)

COL is collaborating closely with the Commonwealth Secretariat in the planning process given the Ministerial meeting's importance to COL as it is the agency that receives endorsement from Ministers for its strategic three-year plan.

VII. FINANCIAL MATTERS

A. Report from the Audit Committee Meeting – May 21, 2006

The Chair of the Audit Committee reviewed the key issues addressed at their meeting: the introduction of a new policy to ensure that the required internal control procedures and the monitoring process used for these controls are in place; and a discussion on COL's policies to inhibit fraud.

The financial reports for the third quarter were reviewed and noted. The Committee agreed to meet in early November to approve and sign the consolidated financial statements for the year ending June 30, 2006 to minimise any delay in the approval process.

The issues of risk management and monitoring of risk were raised. The President indicated that COL has considered these issues in a holistic context, a perspective that is reflected in the new three-year plan. It is anticipated that incorporating these issues into the new plan will provide a level of comfort to the auditors and other interested parties.

B. Ratification of the audited Consolidated Financial Statements, June 30, 2005

THE BOARD RATIFIED THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR JUNE 30, 2005.

C. Interim Consolidated Financial Statements for the period ended March 31, 2006

THE BOARD NOTED THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2006 WHICH WERE ALSO CIRCULATED TO THE AUDIT COMMITTEE. THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2006, ONCE PREPARED, WILL BE APPROVED BY THE AUDIT COMMITTEE AND CIRCULATED TO THE BOARD TO BE RATIFIED AT THEIR NEXT MEETING, IN ACCORDANCE WITH THE GOVERNANCE MANUAL.

VIII. HUMAN RESOURCES AND ADMINISTRATIVE MATTERS

A. Report on Staffing

THE BOARD ACCORDED THEIR APPRECIATION FOR THE DEPARTING STAFF MEMBERS' TIME AND CONTRIBUTIONS TO COL.

B. Implementation of the Human Resource Framework and Compensation Plan – Performance Management

THE BOARD APPROVED THE PAYMENT OF A COST OF LIVING INCREASE TO ALL STAFF IN COL AND A BASE PAY PERFORMANCE AWARD TO STAFF BASED ON THE NEW PERFORMANCE MANAGEMENT SYSTEM WHERE A PROVISION OF HAS BBEEN INCLUDED IN THE 2006-2007 BUDGET TO MEET THESE COSTS WITH EFFECT FROM JULY 1, 2006.

IX. GOVERNANCE MATTERS

- A. Availability of Board Minutes and other Board documents on COL's website

MEMBERS AGREED THAT THE BOARD MINUTES, THE PRESIDENT'S QUARTERLY REPORTS TO THE BOARD, AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS (FOLLOWING RATIFICATION BY THE BOARD) SHOULD BE MADE AVAILABLE ON COL'S WEBSITE IN AN APPROPRIATE FORMAT.

- B. Review of Governance Manual

1. Proposed Revisions to the Governance Manual

Several revisions intended to improve the clarity of wording and the flow of the Governance Manual was submitted to the Board for their approval.

THE PROPOSED REVISIONS WERE ACCEPTED.

- C. Terms of Office for Board of Governors and Committee Membership

THE BOARD APPROVED THE CHAIR'S RECOMMENDATIONS ON THE COMPOSITION OF THE AUDIT, EXECUTIVE AND PERFORMANCE COMMITTEES.

- D. Proposal to increase the number of appointees to the Major Donor category on the Board of Governors

THE BOARD AGREED TO SEEK THEIR GOVERNMENT'S ADVICE ON THE PROPOSAL TO INCREASE THE NUMBER OF APPOINTEES OF THE MAJOR DONOR CATEGORY.

X. IN-CAMERA SESSION

- A. Approval of the In-Camera Minutes held on June 17, 2005
B. Matters Arising from the Minutes
 1. Chair's Term
C. Report of the Performance Committee

XI. ANY OTHER BUSINESS

THE BOARD AGREED TO REFLECT ON THE VALUE OF AMENDING COL'S MOU TO ALLOW FOR A PATRON AND ALSO TO CONSULT WITH THEIR GOVERNMENTS BEFORE A FINAL DECISION IS TAKEN.

XII. NEXT MEETING OF THE BOARD

THE BOARD EXPRESSED A PREFERENCE FOR ITS NEXT MEETING TO BE IN MID-JUNE 2007 TO ENSURE THAT THE WORK PLAN AND BUDGET FOR THE FOLLOWING YEAR ARE APPROVED WITHIN THE TIMELINES SET BY THE BOARD AND ASKED TO RECEIVE PROPOSALS FOR SPECIFIC DATES IN A TIMELY FASHION.